

HELM

FINANCIAL CORPORATION

505 Sansome Street Suite 1800 • San Francisco, CA 94111

415/398-4510

FAX 415/398-4610

www.helm.com

RECORDATION NO. 25701-Y FILED

March 5, 2008

MAR 06 '08

12-44 PM

Mr. Vernon Williams
Secretary
Surface Transportation Board
395 E Street S.W.
Washington, D.C. 20423-0001

SURFACE TRANSPORTATION BOARD



RE: Partial Termination of Security Agreement dated as of February 27, 2008 ("Partial Termination"), by Credit Suisse ("Credit Suisse"), as the Collateral Agent for the Secured Parties (as defined in the Guarantee and Collateral and Intercreditor Agreement dated as of July 8, 2005) for the benefit of Orient Express Acquisition Company ("MergerCo"); Long Haul Holding Corp., ("Holdings"); Helm Financial Corporation ("HFC") and The Subsidiary Loan Party Helm Locomotive Leasing Corporation (collectively, together with MergerCo, Holdings and the Borrowers, the "Loan Parties")

Dear Mr. Williams:

On behalf of the Loan Parties, Helm Financial Corporation submits for filing and recording, under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder the following document:

Two (2) fully-executed originals of the above-referenced Partial Termination.

In connection with the recording of the Partial Termination, please note the following information:

Name and Address of Helm:

Helm Financial Corporation
505 Sansome Street, Suite 1800
San Francisco, CA 94111

Name and Address of Credit Suisse:

Credit Suisse
Eleven Madison Avenue
New York, NY 10010-3629

Equipment:

1 Bi-Level Auto Rack (TTGX 910900)
5 Locomotives (HLCX 3700, 3879; UP 905, 907 and 910)

Please record this Partial Termination as a supplemental agreement to STB Recordation No. 25701 filed on July 8, 2005 at 3:20 PM. The filing fee of \$35.00 is enclosed.

Summary: Partial Termination of Security Agreement dated as of February 27, 2008, by Credit Suisse ("Credit Suisse"), as the Collateral Agent for the Secured Parties (as defined in the Guarantee and Collateral and Intercreditor Agreement dated as of July 8, 2005) for the benefit of Orient Express Acquisition Company ("MergerCo"); Long Haul Holding Corp., ("Holdings"); Helm Financial Corporation ("HFC") and The Subsidiary Loan Party Helm Locomotive Leasing Corporation (collectively, together with MergerCo, Holdings and the Borrowers, the "Loan Parties") for 1 bi-level auto rack mounted on the flatcar marked TTXG 910900 and for 5 locomotives; HLCX 3700, HLCX 3879, UP 905, UP 907 and UP 910, to be filed as a supplemental agreement to STB Recordation No. 25701.

Yours truly,

Sharon L. Van Fossan
Supervisor Contract Administration

\svf
Enclosures (2)

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**PARTIAL TERMINATION OF
SECURITY INTEREST****SURFACE TRANSPORTATION BOARD**

THIS PARTIAL TERMINATION OF SECURITY INTEREST ("Partial Termination") is dated as of February 27, 2008, and is made by **CREDIT SUISSE ("Credit Suisse")**, as the Collateral Agent ("**Collateral Agent**") for the Secured Parties (as defined in the GCIA described below), for the benefit of **ORIENT EXPRESS ACQUISITION COMPANY**, a California corporation ("**MergerCo**"); **LONG HAUL HOLDING CORP.**, a Delaware corporation ("**Holdings**"); **HELM FINANCIAL CORPORATION**, a California corporation ("**HFC**"); and the Subsidiary Loan Party **HELM LOCOMOTIVE LEASING CORPORATION** (collectively, together with MergerCo, Holdings and the Borrowers, the "**Loan Parties**").

1. **Recitals.** HFC owns the rail equipment bearing the Association of American Railroads reporting marks and numbers as described in Exhibit A attached hereto (the "**Units**"). HFC has granted to the Collateral Agent a security interest in substantially all of its assets now owned or hereafter acquired, upon the terms and conditions provided in that certain Memorandum of Guarantee and Collateral and Intercreditor Agreement dated as of July 8, 2005, between the Loan Parties and the Collateral Agent (the "**Memorandum**"), as filed with the Surface Transportation Board of the Department of Transportation ("**STB**") on July 8, 2005 at 3:20 p.m. under Recordation No. 25701. The Memorandum was executed in connection with that certain Guarantee and Collateral and Intercreditor Agreement (the "**GCIA**") dated as of July 8, 2005, among the Loan Parties, the Collateral Agent, Credit Suisse, as TLB/RC Agent (as defined therein) and Credit Suisse, as TLC Agent (as defined therein).

HFC intends to sell the Units to a third party (the "**Sale**") and desires that such Sale shall be free and clear of any lien or security interest of the Collateral Agent. Accordingly, HFC requests the Collateral Agent to terminate the lien and security interest in the Units created by the Memorandum and the GCIA.

2. **Representation.** HFC hereby represents and warrants to the Collateral Agent that the Sale and the application of the proceeds thereof comply with the terms of the GCIA and each of the Credit Agreements (as defined in GCIA).

3. **Partial Release and Termination.** The Collateral Agent hereby forever releases any and all liens and security interests in the Units granted to it under the Memorandum and the GCIA. All such liens and security interests in the Units shall be forever terminated and shall be null and void upon the filing of this Partial Termination with the STB. The release of liens and security interests hereunder is made without recourse to, or representation or warranty by, the Collateral Agent.

This Partial Termination shall have no effect on the Collateral Agent's lien and security interest in any Collateral other than the Units, and said lien and security interest in such other Collateral is hereby reaffirmed.

IN WITNESS WHEREOF, pursuant to due authority, the Collateral Agent has executed this Partial Termination of Security Interest as of the date first above written.

CREDIT SUISSE, Cayman Islands Branch,
as Administrative Agent and Collateral Agent.

By: 

Print Name: **JAMES MORAN**
MANAGING DIRECTOR


MIKHAIL FAYBUSOVICH
VICE PRESIDENT

Its: _____

STATE OF NEW YORK)
) S.S.
COUNTY OF NEW YORK)

On FEBRUARY 29, 2008, before me, MARJORIE E. BULL, personally
appeared JAMES MORAN - MD & MIKHAIL FAYBUSOVICH - VP of CREDIT SUISSE,
Cayman Islands Branch.

✓ personally known to me -OR-

 proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they
executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the
person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.

MARJORIE E. BULL
NOTARY PUBLIC, State Of New York
No. 01BU6055282
Qualified In New York County
Commission Expires February 20, 2011


SIGNATURE OF THE NOTARY

[Notarial Seal]

EXHIBIT A

To the PARTIAL TERMINATION OF SECURITY INTEREST dated as of February 27, 2008

THE UNITS

Description of the Unit: One (1) bi-level auto rack built in 1986 by Thrall Car Manufacturing Company; recertified in 1994.

Flatcar Reporting Mark & Number

Rack Number

Serial Number

TTGX 910900

M 7006

58101-02

Description of the Unit: Five (5) locomotives.

Old Mark	Old Number	New Mark	New Number	Type
HLCX	3700	SVGX	8620	GP38-3DC
HLCX	3879	SVGX	8619	GP38-3AC
UP	905	SVGX	8616	GP38-3AC
UP	907	SVGX	8617	GP38-3AC
UP	910	SVGX	8618	GP38-3AC

Helm Financial Corporation
Long Haul Holding Corp.

Date: February 27, 2008

Sale or Disposition Certificate
Section 11.13 (b) of the Guarantee and Collateral and Intercreditor
Agreement dated 7/8/05

<u>Assets Sold</u>	<u>Net Book Value 01/31/2008</u>
TTGX 910900	\$1,000.00
HLCX 3700	\$301,208.33
HLCX 3879	\$301,208.33
UP 905	\$301,208.33
UP 907	\$301,208.33
UP 910	\$301,208.33